



No. 6-188A031  
JUL 7 1986  
Date  
Fee \$ 10.00  
ICC Washington D.C.

June 30, 1986

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

REGISTRATION NO. 14918-B  
JUL 7 1986 - 10 00 AM  
INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code and the regulations thereunder are the original and one copy of Amendment to Management Contract, a secondary document, under the Management Contract dated as of November 1, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14918.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062  
Attn: President

Owner: Bank of New England, N.A.  
28 State Street, 31st Floor  
Boston, MA 02109  
Attn: President

A general description of railroad equipment covered by the enclosed documents is as follows:

One (1) Open Top Hopper Railcar

The original and all extra copies of the enclosed documents should be returned to Ms. Patricia Burg of Northbrook Corporation, Suite 370, 2215 Sanders Road, Northbrook, IL 60062.

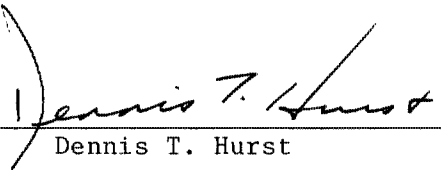
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

ICC OFFICE OF  
THE SECRETARY  
JUL 7 9 55 AM '86  
MOTOR OPERATING UNIT

Mr. James H. Bayne  
Interstate Commerce Commission  
June 30, 1986  
Page 2

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Very truly yours,

By   
Dennis T. Hurst

DTH:pb  
encl.

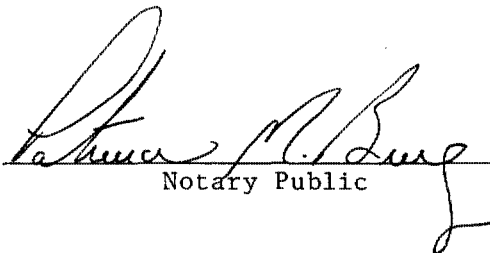
SENT VIA: Certified Mail  
Return Receipt Requested

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )

14918 B  
JUL 7 1986 - 10 00 AM  
INTERSTATE COMMERCE COMMISSION

On this 30th day of June, 1986, I hereby certify that I have compared the attached copy of the Amendment to Management Contract between Northbrook Corporation and Bank of New England, N.A. dated June 17, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.

(Seal)

  
Notary Public

My commission expires My Commission Expires Nov. 5, 1988

REGISTRATION NO. 14918-16 Filed 1985

JUL 7 1986 -10 00 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO

MANAGEMENT CONTRACT

Dated as of November 1, 1985

Between

Northbrook Corporation

("Manager")

AND

Bank of New England, N.A.

("Owner")

AMENDMENT TO  
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 17th day of June, 1986 and amends that certain Management Contract dated as of November 1, 1985 (the "Agreement") between Bank of New England, N.A. (the "Owner") and Northbrook Corporation (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14918 on March 12, 1986; and

WHEREAS, the parties hereto now desire to amend the Management Contract as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Effective December 22, 1985, the item of Equipment bearing the identification number UMP 7162 is deleted from Exhibit A and no longer subject to the terms and conditions of the Management Contract.
2. Further Modifications. Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year above written.

NORTHBROOK CORPORATION

ATTEST:

By: Dennis T. Hurst  
Title: Executive Vice President-  
Finance

Sharon L. Schumacher

BANK OF NEW ENGLAND, N.A.

ATTEST:

By: [Signature]  
Title: VICE PRESIDENT

Susan M. MacDonald

STATE OF Massachusetts )  
 )  
COUNTY OF Suffolk )

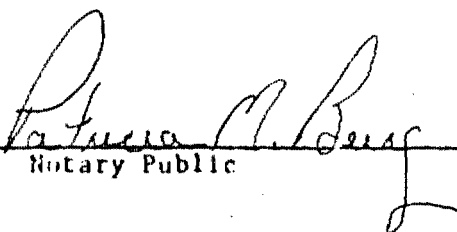
On this 23<sup>rd</sup> day of June, 19 86,  
before me personally appeared A. Thomas Retjos, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of Bank of New England, N.A.  
that one of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and sealed on  
behalf of said corporation by authority of its Board of Directors and he/she  
acknowledged that the execution of the foregoing instrument was the free act  
and deed of said corporation.

Susan M. MacDonald  
Notary Public

My commission expires:  
Susan M. MacDonald,  
Notary Public, Commonwealth of Massachusetts  
My Commission Expires Feb. 15, 1991

STATE OF Illinois )  
COUNTY OF Cook )

On this 17th day of June, 1986 before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

---